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Attorneys for Ad Hoc Group of Tranche A & B DIP  
Lenders

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:
	: Chapter 11
<b>DELPHI CORP., et al.,</b>	: Case No. 05-44481 (RDD)
	: Jointly Administered
Debtors.	:
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**NOTICE OF APPEARANCE OF AD HOC GROUP OF TRANCHE A & B DIP  
LENDERS, DEMAND FOR SERVICE OF PAPERS AND RESERVATION OF RIGHTS**

**PLEASE TAKE NOTICE** that Winston & Strawn LLP hereby appears in this proceeding with respect to the DIP Credit Agreement<sup>1</sup> in the above captioned case on behalf of certain lenders holding Tranche A and Tranche B DIP Loans (collectively, the "A/B Lender Group"<sup>2</sup>), as a party in interest in the above-captioned cases and demands, pursuant to 11 U.S.C. §§ 342 and 1109(b) and Rules 2002, 3017 and 9007 of the Federal Rules of Bankruptcy

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<sup>1</sup> Amended and Restated Revolving Credit Agreement, Term Loan and Guaranty Agreement among Delphi Corporation, as Borrower, and JPMorgan Chase Bank, N.A., as Administrative Agent (the "Administrative Agent"), dated May 9, 2008, (as amended, supplemented and otherwise modified from time to time, the "DIP Credit Agreement").

<sup>2</sup> The A/B Lender Group is being represented by undersigned counsel as a group. The A/B Lender Group is not an official or unofficial committee and is not acting in any representative or fiduciary capacity, including without limitation with respect to other Tranche A and B Lenders under the DIP Credit Agreement (collectively, the "A/B Lenders").

Procedure, that copies of all papers filed in this proceeding or in any related adversary proceedings be served on the individuals at the addresses set forth below:

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**PLEASE TAKE FURTHER NOTICE** that, pursuant to 11 U.S.C. § 1109(b), the foregoing demand includes not only the notices and papers referred to or specified above but also includes, without limitation, orders and notices of any application, complaint, demand, motion, petition, plan, disclosure statement, pleading or request, whether formal or informal, whether written or oral, and whether transmitted or conveyed by mail, telephone, telegraph, telex or otherwise filed or made which affect or seek to affect in any way rights or interests of creditors, parties in interest, the A/B Lender Group, the Debtors or the property of the Debtors.

**PLEASE TAKE FURTHER NOTICE** that the A/B Lender Group intends that neither this Notice of Appearance nor any later appearance, pleading, claim, or suit shall waive or otherwise impair or limit (a) A/B Lender Group's right to have final orders in non-core matters entered only after de novo review by a District Judge, (b) A/B Lender Group's right to trial by jury in any proceeding so triable in these cases or any case, controversy, or proceeding related to these cases, (c) A/B Lender Group's right to have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal or (d) any other rights, claims, actions, defenses, setoffs, or recoupments to which A/B Lender Group is or may be entitled

under agreements, in law or in equity, all of which rights, claims, actions, defenses, setoffs and  
recoupments A/B Lender Group expressly reserves.

Dated: New York, New York  
November 21, 2008

WINSTON & STRAWN LLP

By: /s/ David Neier  
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